

(Official Form 1) (10/05)

United States Bankruptcy Court NORTHERN District of GEORGIA						Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): AEROSOL PACKAGING, LLC				Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): AEROSOL SPECIALTIES				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): XX-XXX1741				Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):																							
Street Address of Debtor (No. & Street, City, and State): 189 Etowah Industrial Court Canton, Georgia				Street Address of Joint Debtor (No. & Street, City, and State):																							
ZIP CODE 30114				ZIP CODE																							
County of Residence or of the Principal Place of Business: Cherokee				County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):																							
ZIP CODE				ZIP CODE																							
Location of Principal Assets of Business Debtor (if different from street address above): N/A																											
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) State type of entity: _____		Nature of Business (Check all applicable boxes.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 26 U.S.C. § 501(c)(3)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13																							
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business																									
Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.						THIS SPACE IS FOR COURT USE ONLY																					
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																											
Estimated Number of Creditors <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">1-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1,000-5,000</td> <td style="text-align: center;">5,001-10,000</td> <td style="text-align: center;">10,001-25,000</td> <td style="text-align: center;">25,001-50,000</td> <td style="text-align: center;">50,001-100,000</td> <td style="text-align: center;">OVER 100,000</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>								1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>						\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <div style="text-align: center; font-weight: bold;">AEROSOL PACKAGING, LLC</div>	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet)			
Location Where Filed: <div style="text-align: center; font-size: 1.2em;">N/A</div>		Case Number: _____ Date Filed: _____	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: _____		Case Number: _____ Date Filed: _____	
District: _____		Relationship: _____ Judge: _____	
<div style="text-align: center; font-weight: bold;">Exhibit A</div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<div style="text-align: center; font-weight: bold;">Exhibit B</div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <p style="text-align: center;">X _____</p> <div style="display: flex; justify-content: space-between; font-size: 0.8em;"> Signature of Attorney for Debtor(s) Date </div>	
<div style="text-align: center; font-weight: bold;">Exhibit C</div> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>		<div style="text-align: center; font-weight: bold;">Certification Concerning Debt Counseling by Individual/Joint Debtor(s)</div> <p><input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition.</p> <p><input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)</p>	
<div style="text-align: center; font-weight: bold;">Information Regarding the Debtor (Check the Applicable Boxes)</div> <div style="text-align: center; font-weight: bold;">Venue (Check any applicable box)</div> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<div style="text-align: center; font-weight: bold;">Statement by a Debtor Who Resides as a Tenant of Residential Property</div> <div style="text-align: center; font-style: italic;">Check all applicable boxes.</div> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 100px;"> _____ (Address of landlord) </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p>			

(Official Form 1) (10/05)

FORM B1, Page 3

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

AEROSOL PACKAGING, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.

☐ Pursuant to § 1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X

Signature of Attorney for Debtor(s)

Brian L. Schleicher

Printed Name of Attorney for Debtor(s)

Robinson, Jampol, Schleicher & Jacobs,

Firm Name

11625 Rainwater Drive, Suite 350

Address

Alpharetta, Georgia 30004

770-667-1290

Telephone Number

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Leigh A. Fragnoli

Printed Name of Authorized Individual

President and CEO

Title of Authorized Individual

June 20, 2006

Date

LOCAL FORM 5005-7(c)(3)(B)

Debtor name(s): AEROSOL PACKAGING, LLC

**DECLARATION UNDER PENALTY OF PERJURY CONCERNING PETITION, SCHEDULES,
SUMMARY OF SCHEDULES, AND STATEMENT OF FINANCIAL AFFAIRS**

Each of the undersigned declares under penalty of perjury —

(1) My attorney is filing on my behalf

☒ the original of or ☐ the amendment to
[check applicable box]

the following papers in the United States Bankruptcy Court for the Northern District of Georgia (check applicable box for papers that are to be filed simultaneously with this Declaration);

<input checked="" type="checkbox"/> *Petition <input checked="" type="checkbox"/> List of all Creditors <input checked="" type="checkbox"/> *List of 20 largest creditors <input type="checkbox"/> Schedule A <input type="checkbox"/> Schedule B <input type="checkbox"/> Schedule C <input type="checkbox"/> Schedule D <input type="checkbox"/> Schedule E	<input type="checkbox"/> Schedule F <input type="checkbox"/> Schedule G <input type="checkbox"/> Schedule H <input type="checkbox"/> Schedule I <input type="checkbox"/> Schedule J <input checked="" type="checkbox"/> *Declaration Concerning Debtor's Schedules <input type="checkbox"/> *Statement of Financial Affairs
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(2) that I have read each of the documents described above;

(3) that with respect to each document described above marked with an asterisk, I signed the Declaration under penalty of perjury attached to or part of such document; and

(4) that when I signed this Declaration, the foregoing documents were not blank or partially complete; and

(5) that the information provided in the above documents is true and correct to the best of my knowledge, information and belief.

Dated: 6/20/06

Signature:

Type or Print Name:

Louie A. Fragnoli
LOUIE A. FRAGNOLI

Signature:

Type or Print Name:

(If Joint Debtors, Both Must Sign)

Attorney's Certification

The undersigned attorney for the above Debtor(s) certifies to the Court that: (1) the Debtor(s) (or, if the Debtor is an entity, an authorized agent of the Debtor) will have signed this form and the documents referred to above before I file them; (2) no material change was made in the documents referred to above after the Debtor(s) (or authorized agent) read and signed the final paper copy of those documents, including Declarations attached to those documents and the foregoing Declaration; and (3) those documents are the documents filed with the court simultaneously with this Certification.

Dated: 6/20/06

Type or Print Name:

Brian C. Schleicher
BRIAN C. SCHLEICHER
Bar Number: 629321

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:)	CHAPTER 11
)	
AEROSOL PACKAGING, LLC)	
A Georgia limited liability company,)	CASE NO. _____
d/b/a AEROSOL SPECIALTIES)	
)	JUDGE _____
Debtor.)	
_____)	

DISCLOSURE OF COMPENSATION OF DEBTOR'S COUNSEL

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation or in connection with the bankruptcy case is as follows:

As a retainer for post-petition legal services, I have agreed to accept \$25,000.

Prior to the filing of this statement, I have received \$61,793.91

There is no balance due as of the Petition Date.

2. The source of the compensation paid to me was:

\$ 61,793.91 from the Debtor
\$ 25,000.00 from an intended Plan sponsor

3. The source of compensation to be paid to me is the Debtor.

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a) Analysis of the Debtor's financial situation, and rendering advice to the Debtor in determining whether to file a petition in bankruptcy;

b) Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;

c) Representation of the Debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

d) Representation of the debtor in adversary proceedings and other contested bankruptcy matters;

e) Preparation of pleadings and applications;

f) Conduct of examinations;

g) Advising Debtor of its right, duties and obligations as debtor-in-possession;

h) Performing those legal services incidental and necessary to the day-to-day operation of Applicant's business, including, but not limited to, institution and prosecution of necessary legal proceedings, and general business and corporate legal advice and assistance; and

i) Taking any and all other action incident to the proper preservation and administration of the Applicant's estate and business.


6. By agreement with the Debtor, the above-disclosed fee does not include the following services: -NONE-

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the Debtor in this bankruptcy case.

6/20/06

Date



Signature of Attorney

Robinson, Jampol, Schleicher & Jacobs, LLP

Name of law firm

CL&D Graphics PO Box 88739 Milwaukee, WI 53288-8739	Scott Zemski PO Box 88739 Milwaukee, WI 53288-8739 262-569-4060	Trade Debts	\$132,239.10
Ashland Chemical Company PO Box 101489 Atlanta, GA 30392-1489	Margaret Anderson PO Box 101489 Atlanta, GA 30392-1489 614-790-3245	Trade Debts	\$111,136.32
Overnite Transport PO Box 79755 Baltimore, MD 21279-0755	Ginger Brewster PO Box 79755 Baltimore, MD 21279-0755 804-291-5615	Trade Debts	\$111,070.18
Design Packaging Inc. PO Box 933017 Atlanta, GA 31193-3017	Mark Boyd PO Box 933017 Atlanta, GA 31193-3017 770-482-5730	Trade Debts	\$110,347.89
Temps Excel Inc. PO Box 3878 Cartersville, GA 30120	Temps Excel Inc. PO Box 3878 Cartersville, GA 30120 770-383-8773	Trade Debts	\$92,721.72
Univar USA Inc. PO Box 409692 Atlanta, GA 30384-9692	John Canini PO Box 409692 Atlanta, GA 30384-9692 425-889-3617	Trade Debts	\$75,365. 80
Navigant Consulting 1175 Peachtree Street NE Atlanta, GA 30361	Mathew Calvert 1175 Peachtree Street NE Atlanta, GA 30361 404-888-4131	Trade Debts	\$69,000.00
Precision Valve Corporation PO Box 7005 Yonkers, NY 10710	Jim Romano PO Box 7005 Yonkers, NY 10710 800-431-2697	Trade Debts	\$64,501.42
Summit Packaging Systems PO Box 5500 Lewiston, ME 04243	Michael Conway PO Box 5500 Lewiston, ME 04243 603-669-5410	Trade Debts	\$61,888.86

Newman Green 57 Interstate Road Addison, IL 60101-4568	Ed Green 57 Interstate Road Addison, IL 60101-4568 630-543-6500	Trade Debts	\$55,139.24
Seaquist Perfect Dispensing PO Box 96656 Chicago, IL 60693-6656	Bill Sinclair PO Box 96656 Chicago, IL 60693-6656 847-462-3221	Trade Debts	\$53,381.66
Owens Corning Dept. AT 40142 Atlanta, GA 31192-0142	Renee Fisher Dept. AT 40142 Atlanta, GA 31192-0142 800-225-8335	Trade Debts	\$47,502.00
Alchem Chemical Company PO Box 934085 Atlanta, GA 31193	Lance Fentress PO Box 934085 Atlanta, GA 31193 404-696-9202	Trade Debts	\$47,255.22
CCL Container One Llodio Drive Hermitage, PA 16148-9015	David Weaver One Llodio Drive Hermitage, PA 16148-9015 724-981-5444	Trade Debts	\$44,828.57
Brenntag Mid-South Inc. 3796 Reliable Pkwy Chicago, IL 60686-0037	John Vorbeck 3796 Reliable Pkwy Chicago, IL 60686-0037 270-830-1269	Trade Debts	\$39,084.11
Losorea 313 Bell Park Drive Woodstock, GA 30188	Ralph Latham, Pres. Losorea 313 Bell Park Drive Woodstock, GA 30188 678-494-1112	Trade Debts	\$25,637.60

I, LEIGH A. FRAGNOLI, the President and Chief Executive Officer of AEROSOL PACKAGING, LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and accurate to the best of my information and belief.

Date: June 20, 2006

Signature Leigh A. Fragnoli
LEIGH A. FRAGNOLI, President and CEO

**Aerosol Packaging, LLC
Written Consent of the Directors
in Lieu of Special Meeting**

The undersigned, being all of the members of the Board of Directors of **Aerosol Packaging, LLC**, a Georgia limited liability company (the "Company"), do hereby by this written consent take the following actions and adopt and approve the following resolutions:

WHEREAS, the Company's assets are secured by a loans from one or more creditors, which have threatened to commence foreclosure proceedings against the Company and its assets;

WHEREAS, in an effort to forestall such foreclosure proceedings, the Board of Directors of the Company, which includes the member holding more than 99% of the outstanding membership Units of the Company, believes that it is in the best interest of the Company, its employees, creditors and members to file a chapter 11 bankruptcy petition (the "Chapter 11 Petition");

WHEREAS, to assist it in the filing of the Chapter 11 Petition, the undersigned believes it is in the best interest of the Company to hire the law firm of Robinson, Jampol, Schleicher & Jacobs, LLP, and to pay a retainer to such firm in the amount of not less than \$25,000.

THEREFORE BE IT RESOLVED, that **Leigh A. Fragnoli**, acting as the President and Chief Executive Officer of the Company, is hereby authorized and directed to take any and all actions and execute any and all documents as he may deem necessary, proper, helpful or appropriate to effect the transactions authorized above, including, without limitation, the execution of the Chapter 11 Petition, statements and schedules related thereto, application for appointment of counsel, and such other actions as is necessary and prudent.

FURTHER RESOLVED, that any and all transactions by and of the President for, and on behalf of and in the name of the Company in furtherance of the foregoing resolutions, are hereby ratified, confirmed, and approved in all respects for all purposes.

Executed this 19th day of June, 2006 by the undersigned, whom constitute all of the currently serving members of the Board of Directors of the Company.



Leigh A. Fragnoli

John McLeod

ABSTAINED

Russ Myers

Terry M. Merrill

[vacant position]

**Aerosol Packaging, LLC
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WHEREAS, the Company's assets are secured by a loans from one or more creditors, which have threatened to commence foreclosure proceedings against the Company and its assets;

WHEREAS, in an effort to forestall such foreclosure proceedings, the Board of Directors of the Company, which includes the member holding more than 99% of the outstanding membership Units of the Company, believes that it is in the best interest of the Company, its employees, creditors and members to file a chapter 11 bankruptcy petition (the "Chapter 11 Petition");

WHEREAS, to assist it in the filing of the Chapter 11 Petition, the undersigned believes it is in the best interest of the Company to hire the law firm of Robinson, Jampol, Schleicher & Jacobs, LLP, and to pay a retainer to such firm in the amount of not less than \$25,000.

THEREFORE BE IT RESOLVED, that **Leigh A. Fragnoli**, acting as the President and Chief Executive Officer of the Company, is hereby authorized and directed to take any and all actions and execute any and all documents as he may deem necessary, proper, helpful or appropriate to effect the transactions authorized above, including, without limitation, the execution of the Chapter 11 Petition, statements and schedules related thereto, application for appointment of counsel, and such other actions as is necessary and prudent.

FURTHER RESOLVED, that any and all transactions by and of the President for, and on behalf of and in the name of the Company in furtherance of the foregoing resolutions, are hereby ratified, confirmed, and approved in all respects for all purposes.

Executed this ____ day of June, 2006 by the undersigned, whom constitute all of the currently serving members of the Board of Directors of the Company.

Leigh A. Fragnoli



John McLeod

Russ Myers

Terry M. Merrill

[vacant position]

**Aerosol Packaging, LLC
Written Consent of the Directors
in Lieu of Special Meeting**

The undersigned, being all of the members of the Board of Directors of **Aerosol Packaging, LLC**, a Georgia limited liability company (the "Company"), do hereby by this written consent take the following actions and adopt and approve the following resolutions:

WHEREAS, the Company's assets are secured by a loans from one or more creditors, which have threatened to commence foreclosure proceedings against the Company and its assets;

WHEREAS, in an effort to forestall such foreclosure proceedings, the Board of Directors of the Company, which includes the member holding more than 99% of the outstanding membership Units of the Company, believes that it is in the best interest of the Company, its employees, creditors and members to file a chapter 11 bankruptcy petition (the "Chapter 11 Petition");

WHEREAS, to assist it in the filing of the Chapter 11 Petition, the undersigned believes it is in the best interest of the Company to hire the law firm of Robinson, Jampol, Schleicher & Jacobs, LLP, and to pay a retainer to such firm in the amount of not less than \$25,000.

THEREFORE BE IT RESOLVED, that **Leigh A. Fragnoli**, acting as the President and Chief Executive Officer of the Company, is hereby authorized and directed to take any and all actions and execute any and all documents as he may deem necessary, proper, helpful or appropriate to effect the transactions authorized above, including, without limitation, the execution of the Chapter 11 Petition, statements and schedules related thereto, application for appointment of counsel, and such other actions as is necessary and prudent.

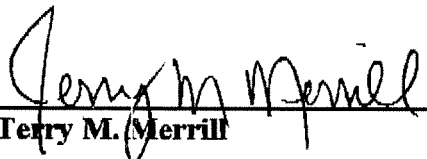
FURTHER RESOLVED, that any and all transactions by and of the President for, and on behalf of and in the name of the Company in furtherance of the foregoing resolutions, are hereby ratified, confirmed, and approved in all respects for all purposes.

Executed this ____ day of June, 2006 by the undersigned, whom constitute all of the currently serving members of the Board of Directors of the Company.

Leigh A. Fragnoli

John McLeod

Russ Myers



Terry M. Merrill

[vacant position]